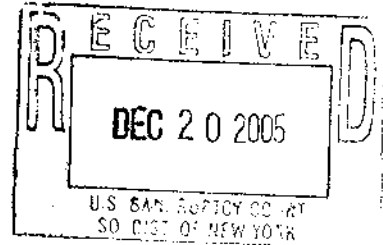


**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
-----X



AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

DISTRICT OF COLUMBIA

)
) ss:
)

William L. Sollee, Jr., being duly sworn, deposes and says:

1. I am a shareholder of Ivins, Phillips & Barker ("IP&B") which firm maintains offices at 1700 Pennsylvania Avenue, N.W., Suite 600, Washington, D.C. 20006.

2. Neither I, IP&B, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. IP&B, has represented and advised the Debtors in Troy, Michigan, with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and IP&B has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and IP&B proposes, to render the following services to the Debtors: Legal advice and services regarding the Debtors' compensation and employee benefit plans and arrangements and related issues.

5. IP&B's current fees arrangement is to bill Debtors on a monthly basis for the normal hourly rate charged by individual IP&B attorneys and other personnel who

provide services to Debtors, plus expenses incurred in connection with services provided to Debtors.

6. Except as set forth herein, no promises have been received by IP&B or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.


7. IP&B has no agreement with any entity to share with such entity any compensation received by IP&B.

8. IP&B and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. IP&B does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, IP&B, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which IP&B is to be engaged.

10. The foregoing constitutes the statement of IP&B pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT


WILLIAM L. SOLLEE, JR.

Subscribed and sworn before me
this 9th day of November, 2005.


Notary Public, D.C.

My Commission Expires: 12/14/2007